

## **Exhibit 45**

**From:** Princi, Anthony  
**Sent:** 5/13/2012 7:25:47 PM  
**To:** 'Devine, Timothy'; Scott A. Humphries; Kathy D. Patrick; Levitt, Jamie A.  
**Cc:** Lee, Gary S.; Clark, Daniel E.; Newton, James A.; nornstein@kirkland.com; Ross.Martin@ropesgray.com; Keith.Wofford@ropesgray.com  
**Subject:** RE: Settlement documents -- confidential

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Don't believe the terms of the agreements allow for that but if K&E disagrees please let us know ASAP.

We spoke to Kathy and resolved the issues and are going to be circulating final, execution versions of the agreements soon.

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**From:** Devine, Timothy [mailto:Timothy.Devine@ally.com]  
**Sent:** Sunday, May 13, 2012 7:09 PM  
**To:** Princi, Anthony; Scott A. Humphries; Kathy D. Patrick; Levitt, Jamie A.  
**Cc:** Lee, Gary S.; Clark, Daniel E.; Newton, James A.; nornstein@kirkland.com; Ross.Martin@ropesgray.com; Keith.Wofford@ropesgray.com  
**Subject:** RE: Settlement documents -- confidential

If there is any discussion about the total \$ for allowed claims arising out of these issuances – wrapped, unwrapped, monoline, trust, whatever (excepting securities law claims) – going over \$8.7 billion then we have no deal. Ally did not, cannot and will not approve it.

I am sure I misunderstood the notes below.

Thanks.

Tim

Timothy A. Devine  
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Ally Financial Inc. Legal Staff  
200 Renaissance Center  
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Detroit, MI 48265  
(313) 656-3477

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**From:** Princi, Anthony [mailto:APrinci@mofo.com]  
**Sent:** Sunday, May 13, 2012 7:05 PM  
**To:** Scott A. Humphries; Kathy D. Patrick; Levitt, Jamie A.  
**Cc:** Lee, Gary S.; Clark, Daniel E.; Newton, James A.; nornstein@kirkland.com; Devine, Timothy; Ross.Martin@ropesgray.com; Keith.Wofford@ropesgray.com  
**Subject:** RE: Settlement documents -- confidential

Gary is calling Kathy to deal with all this.

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**From:** Scott A. Humphries [mailto:SHumphries@gibbsbruns.com]  
**Sent:** Sunday, May 13, 2012 7:05 PM  
**To:** Scott A. Humphries; Princi, Anthony; Kathy D. Patrick; Levitt, Jamie A.  
**Cc:** Lee, Gary S.; Clark, Daniel E.; Newton, James A.; nornstein@kirkland.com; Timothy.Devine@ally.com; Ross.Martin@ropesgray.com; Keith.Wofford@ropesgray.com  
**Subject:** RE: Settlement documents -- confidential

<< File: 30507447-v11-Revised Plan Support Agreement (RG 513 draft).docx >> << File: Change-Pro Redline - 30507447-v10-Revised Plan Support Agreement (MoFo 513 draft) and 30507447-v11-Revised Plan Support Agreement (RG 513 draft).pdf >>

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